CERTIFICATE OF INCREASE OF CAPITAL STOCK OF THE MICHIGAN BELL TELEPHONE COMPANY

We, the undersigned, being the President and Secretary of Michigan Pell Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended, do hereby certify:

That at the Annual Meeting of the Stockholders of said corporation, duly called and held at the office of the Company on the twenty-fifth day of April, 1955, it was RESOLVED by the vote of more than two-thirds of the capital stock of said corporation that the capital stock be increased to Four Hundred Seventy-five Million Dollars (\$175,000,000) to consist of Four Million Seven Hundred Fifty Thousand (4,750,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each, and that Article V of the Articles of Association of the Company, as amended, be amended to read as follows:

ARTICLE V

The amount of the capital stock of said corporation is Four Hundred Seventy-five Million Dollars (\$475,090,000). The same is to be divided into Four Million Seven Hundred Fifty Thousand (4,750,000) shares of Common Stock of the par value of One Hundred Dollars (\$100) each. The amount of the capital stock subscribed at the time of the execution of these amended Articles of Association is Three Hundred Twenty-two Million Dollars (\$322,000,000) and the amount paid in thereon is Three Hundred Twenty-two Million Dollars (\$322,000,000).

IN WITNESS WHEREOF we hereunto set our names this 20th day of July, 1955.

MICHIGAN BELL TELEPHONE COMPANY

STATE OF MICHIGAN)
) SS.
CCUNTY OF WAYNE)

ocille E. Maximiuk

. tary Public, Wayne County, Michigan

My Commission expires July 31, 1955

James a allan

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SFAL APPEARS ONLY ON ORIGINAL

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APPOINTMENT OF RESIDENT AGENT

OF THE

Michigan Bell Teleph		<u> </u>		
REGISTERED OFFICE 1365 Cass	Avenue	Street)	Detroit,	26 Michigan
At a meeting of the knearporaters at Director				
(6	Corporate Name)			
duly called and held at the office of the corpora	ition on the _		28th	day of
January , 19 <u>57</u> , ti	he following r	esolution was	adopted:	
RESOLVED, That Waldorf T.	Kirk Name of	Agent)		
be and is hereby appointed the resident agent f	or this corpora	ation in charg	e of its register	ed office located at
1365 Cass Avenue	in the Cit	y of Detro	oit, 26 , S	tate of Michigan
succeeding L. M. Chicoine.		Michiga	n Bell Telepi (Corporate Name)	hone Company
	BY	\mathcal{M}	May	<u></u>
		<u> </u>	Exille.	
STATE OF MICHIGAN	,	Becreti	27) ar-Amiliani Brovel	1077)
COUNTY OFWayne	58.			
	day of	January	, 19	57 , before me
a Notary Public in and for said County, person	onally appeare	ed <u>W. M.</u>	Day, Presider	nt,
of the Michigan Bell Tele	phone Compa (Cerporate Name)	ny		known
to me to be the person named in, and who ex	ecuted the for	regoing instru	iment, and ackr	nowledged that he
executed the same freely and for the intents	and purposes	therein men	tioned.	
		Eleana	vet Joh	nave
	(Elean Notary	nor L. John y Public for _	Signature of Notar.") SON) Wayne	County,
	State	of Michigan.		
FORM 11	Му со	mmission exp	oires June 2'	7, 1959

APPOINTMENT OF RESIDENT **AGENT**

OF

Under Act 327, Public Acts of 1931 as amended

This blank prepared by Michigan Corporation and Securities Co Lansing, Michigas

FILED

FEB 1 1957

Michigan Corporation & Securities Commissions

to

MAIL IN TRIPLICATE, ALL ORIGINALS, TO: Michigan Corporation & Securities Commission P. O. Box 898, Lansing 4, Michigan Filing fee \$2.00

(No fee required when submitted with original Articles of Incorporation)

RECEIVED

FEB 1 1957

MICHICAN CORPORATION AND SECURITIES COMMISSION

> Munitionals COnPUBATION AND SECURITIES COMMISSION

Marie Land

APPOINTMENT OF RESIDENT AGENT

	Michiga	n Bell Telephone Co	mpany	**************************************
		(Corporate Name)		
A Michigan Corpora	tion, whose register	ed office is located at13	65 Cass Avenue	(Street)
Detroit (City)	26,	Wayne , Michigan,	certifies pursuant to	the provisions of Section
79 of Act 327, Public	c Acts of 1931, as an	nended, that at a meeting	of the Directors held	on the 27th
day of January	195	3)
•	•		(Name of Agent)	
was appointed the s Waldorf T. Kirl		his corporation in charge	of its registered offi	ce, succeeding
		Mic	inigan Bell Tele	phone Company
Signed on	6,	195.8	(Corporate	Day Valor

FAI APPFARC ONIV ON OBICIN

APPOINTMENT OF RESIDENT AGENT

OF

Michigan Bell Telephone Company (Please type or print corporate name)

Under Act No. 327, Public Acts of 1931, as amended.

(This blank prepared by Michigan Corporation and Securities Commission.)

FILED

FEB 13 1958

Lucia for

MAIL THREE SIGNED COPIES TO:

Michigan Corporation & Securities Commission

P. O. Box 898

Lansing 4, Michigan

Filing Fee \$2.00

RECEIVED

FEB 11 1958

MICHICAN SOLLOW I ON AND SECURITIES COMMISSION

MICHIGAN COMPORATION AND SECURITIES COMMISSION

FEB 1 3 1958

Compand b

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF ASSOCIATION OF MICHIGAN BELL TELEPHONE COMPANY

We, the undersigned, being the President and Secretary of Michigan Bell Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended, do hereby certify:

That at a Special Meeting of the Stockholders of said corporation, called and held at the office of the Company on the twenty-fourth day of October, 1960, it was RESOLVED by the vote of more than two-thirds of the capital stock of said corporation that the Capital Stock of the Company be changed from Four Hundred Seventy Five Million Dollars (\$475,000,000) consisting of Four Million Seven Hundred Fifty Thousand (4,750,000) shares of the par value of One Hundred Dollars (\$100) each to Four Hundred Seventy Five Million Dollars (\$475,000,000) consisting of Thirty Three Million Two Hundred Fifty Thousand (33,250,000) shares of the par value of Fourteen and Two-Sevenths Dollars (\$14 2/7) each and that each of the issued and outstanding Four Million Ninety Thousand (4,090,000) shares of the Common Stock of the Company of the par value of One Hundred Dollars (\$100) each be changed into 7 fully paid and nonassessable shares of the Common Stock of the par value of Fourteen and Two-Sevenths Dollars (\$14 2/7) each, and that Article V of the Articles of Association of the Company, as mended, be amended to read as follows:

ARTICLE V

The amount of the capital stock of said corporation is Four Hundred and Seventy-Five Million Dollars (\$475,000,000). The same is to be divided into Thirty-Three Million Two Hundred Fifty Thousand (33,250,000) shares of Common Stock of the par value of Fourteen and Two-Sevenths Dollars (\$14 2/7) each. Each share of Common Stock issued and outstanding in the par value of One Hundred (\$100) Dollars shall be changed into Seven (7) shares of Common Stock of the par value of Fourteen and Two-Sevenths Dollars (\$14 2/7). The amount of the capital stock subscribed at the time of these amended Articles of Association is Four Hundred Nine Million Dollars (\$409,000,000) and the amount paid in thereon is Four Hundred Nine Million Dollars (\$409,000,000).

IN WITNESS WHEREOF we hereunto set our names this 24th day of October, 1960.

MICHIGAN BELL TELEPHONE COMPANY

President

Secretary

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STATE OF MICHIGAN)

SS.

COUNTY OF WAYNE)

On this 24th day of October, 1960, before me, a Notary Public in and for said County, appeared W. M. Day and H. F. Lange, President and Secretary, respectively, of Michigan Bell Telephone Company, known to me to be the persons named in and who executed the foregoing instrument, and acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Yvonne E. Troxell

Notary Public, Wayne County, Michigan

My Commission expires / 100 130-160 d

Secretaria de contrata de cont

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF ASSOCIATION
OF
MICHIGAN BELL TELEPHONE COMPANY

SECURITIES COMMISSION

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STATE OF THE

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APPOINTMENT OF RESIDENT AGENT

		Corporal		ompany	
A Michigan Corpo	ration, whose reg	ristered office is loca	ited at 13	65 Cass Avenue	(Street)
Detroit (City)	26, (Zone)	Wayne (County)	Michigan, ce	ertifies pursuant to	the provisions of Section
79 of Act 327, Pub	lic Acts of 1931,	as amended, that at	a meeting of	the Directors held	on the 26th
day of Februa	ry	194 62	Hen	ry W. Goodman	
was appointed the Herbert F. Lan		for this corporation	in charge of	l its registered offi	ce, succeeding
			Mic	igan Bell Tele	
Signed on	nuch ?	, 196.2	BY	1171	Oay odlum

FORM 11

APPOINTMENT OF RESIDENT AGENT

of

(Picese type or print corporate same)

Under Act No. 327, Public Acts of 1931, as smended.

(This blank prepared by Michigan Corporation and Securities Commission.)

FILED

13 1962

Raymond I have market

Michigan Corporation & Securities Commission

MAIL THREE SIGNED COPIES TO:

Michigan Corporation & Securities Commission

Annual Company of the Company of the

P. O. Box 808

Lansing 4. Michigan

Filing Fee \$2.00

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MICHI IAN COMPORATION AND SECURITIES COMMISSION

MICHIGAN CORPORATION AND SECURITIES COMMISSION

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Compared by

PORM 11-A

STATE OF MICHIGAN CORPORATION AND SECURITIES COMMISSION LANSING. MICHIGAN

Date Received:		
FEB - 4 1963	34 DON (Compared by) FEB 6 - 1963	FILED
	(Date)	FEB1- 3 1363
		Michigan Corporation & Secretification of the second

CERTIFIED RESOLUTION OF CHANGE OF RESIDENT-AGENT

1, G. G.	Watt				MANAGEMENT Secretary	
of Michiga	n Bell Telepho	one Company			Indicional Delicion	,
		(Corporal	e Name)		Cass Avenue	-
)			(Street) , do hereby certify that the	e
· · ·	,	•	• • •	board of dire	ectors and said corporation	1
	l and held on the	•		•		
"Resolved that	Ferry B. All	(Name of Agent)		. is appointe	d the resident agent of this	Ķ
corporation in cha	irge of its registeres	d office, and that a	ll prior appoin	tments of otl	her resident agents for such	1
purpose are hereb	y revôked."					
Signed on .	ebruary 1,	, 19 6 3		-0	JUhro	
			2	···A PPC HOCHOL	listant Secretary)	•

(DESIGNATE OFFICE HELD BY SIGNER)

Mail Three Signed Copies To:
Michigan Corporation and Securities Commission
P. O. Box 803
Lansing 4, Michigan

Filing Fee \$2.00

FORM 11-A



FORM 16 REV. 61

STATE OF MICHIGAN

CORPORATION AND SECURITIES COMMISSION LANSING, MICHIGAN

-	DO NOT	WRITE IN SPACE BELOW FOR C	COMMISSION USE
	Date Received:	mely	
		(Compared By)	FILED
	- was desired to the same and t	JAN 21 1964	JAN 21 1964
		(Date)	At the state of the
			eration of the
· i			

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Michigan Bell Telephone Company (Corporate Maps) the Public Acts of 1883, as	
incorporated under Act 129 of 1365 Cass Avenue Michigan corporation, Awhose registered office is located at (No.) (Street)	amended ——
Datroit	
(City) (Zone) (County) Michigan, certifies pursuant to the	pro-
visions of Section 43 of Act No 327 of the Public Acts of 1931, as amended, that at a meeting of	f the
shareholdersof said corporation called for the purpose of amending the artic	les of
(Bharcholde: a or members)	
incorporation, and held on the 20th day of January 1	9 <u>64</u>
it was resolved by the vote of the holders of two-thirds of the shares of each class entitled to accompanie to the shares of each class entitled to	vote
and by { wo-thirds of the shares of each class whose rights, privileges or preferences are characteristics and the manufacture.	inged,
that Article No of the Articles of Incorporation is amended to read as follows, viz.:	
ARTICLE IV	
(Any article being amended is remired to be set forth in its entirety.)	
The term of existence of said corporation shall be perpetual.	
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(Continued on the reverse side)

FORM 16

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	he preemptive right of the holders of shares of any class of capital all by the vote of the holders of 2/3 of the shares of each such
gued on January 20, ,1964	•
	MICHIGAN BELL TELEPHONE COMPANY
	(Corporate Name)
	11711 0111
Corporate Seal if any)	President MCVINGE SACREMENT NO. 14 DRY
	7 R Beach
	(Secretary be-Amburan Generally) F. B. Alle
•	Appetrous in semination in a D I was a
ATE OF MICHIGAN	
UNTY OF WAYNE	h
On this 20th day of	January , 1964, before me appeared
W. M. Day	
	rsident)of:State(Rentificat)
ma namoually known who hains by me dul	le aware did any shee he is the president en-
	ly sworn, did say that he is the president es-
Michigan Bell Telephone Com	
· .	Corporate Name)
al of said corporation, and that i said instrum	that "[the seal affixed to said instrument is the corporate sent was signed "[and sealed] in behalf of said corporation d officer acknowledged said instrument to be the free act
f corporation has no seal strike out the words	(Rignature of Motary) Eleanor L. John
brackets and add at end of acknowledgment e following: "and that said corporation has	(Signature of Michary) Eleanor L. John
corporate seal".	No ary Public for Wayne County,
	So to of Michigan.
	My Commission expires May 15, 1967
	(Notarial seal required if acknowledgment taken out of State)
=	d and Acknowledged Copies To: tion and Securities Commission

P. O. Box 898 Lansing 4, Michigan

Filing Fee \$5.00

MICHIGAN STATE TELEPHONE COMPANY, a Michigan corporation, filed Articles of Association in this office on January 26, 1904. Amended Articles of Association were filed on January 30, 1904. Certificate of Increase of Capital Stock was filed on April 7, 1923. Certificate of Amendment to the Articles of Association changing the name of the corporation to MICHIGAN BELL TELEPHON. COMPANY was filed on September 26, 1923. Certificate of Increase of Capital Stock was filed on March 25, 1924. Certificate of Increase of Capital Stock was filed on December 31, 1924. Certificate of Increase of Capital Stock was filed on December 15, 1927. Cert licate of Increase of Capital Stock was filed on December 19, 1929. Articles of Association Continuing the Corporate Existence was filed on June 14, 1932. Articles of Association Continuing the Corporate Existence was filed on November 15, 1932. Certificate of Increase of Capital Stock was filed on September 8, 1936. Appointment of Resident Agent was filed on March 22, 1937. Appointment of Resident Agent was filed on February 17, 1938. Certificate of Increase of Capital Stock was filed on September 20, 1939. Appointment of Resident Agent was filed on May 27, 1940. Certificate of Increase of Capital Stock was filed on December 26, 1940. Certificate of Increase of Capital Stock was filed on December 23, 1941. Certificate of Increase of Capital Stock was filed on June 28, 1949. Appointment of Resident Agent was filed on December 6, 1950. Certificate of Increase of Capital Stock was filed on December 18, 1952. Certificate of Increase of Capital Stock was filed on July 22, 1955. Appointment of Resident Agent was filed on February 1, 1957. Appointment of Resident Agent was filed on Pebruary 13, 1958. Certificate of Amendment to the Articles of Association was filed on November 2, 1960. Appointment of Resident Agent was filed on March 13, 1962. Certified Resolution of Change of Resident Agent

CEAL ADDEADS ONLY ON ODICINI



MICHIGAN PUBLIC SERVICE COMMISSION

LANSING 13. MICHIGAN

CHILDRETT, PRILDOR, CHAPMAN BICHARD E. BARKELL, COMMEMORY EVAL E. ETILL COMMISSIOFER

PLONGICH IS, MITELY, COMPRISONERS

COPRUS A. LUED, SHORPTAFT

August 3, 1948

Mr. James M. Smith, Attorney 1365 Cass Avenue Detroit - 26 - Michigan

Deer Sir:

In the matter of the application of MICHIGAN BELL TELEPHONE COMPANY for authority to issue \$75,000,000 of Debentures for comparate purposes.

D-703

We are enclosing one certified copy and one uncertified copy of Commission order dated July 30, 1948 in the above entitled case.

Yours very truly

S. A. Lund - Secretary

COPIEB

Comporation Securities . Commission

Michigin Bell Telephone (Lansing)

MRW

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M. C. AND S. COMM.



Zanving, Michigan

To All To 'Whom These Presents Shall Come:

I, Howard M: Warner, Commissioner of the Michigan Corporation and Securities Commission, Do Hereby Certify That the Annexed Copy of

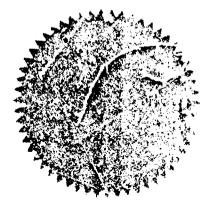
Articles of Association: Amendments: Articles of Association

Continuing Corporate Existence: Confirm tion of Articles of

Association Continuing Corporate Existence: and Amendments of

MICHIGAN BELL TELEPHONE COMPANY

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.



MICHIGAN BILL THENTHESIS CONTEST, a Michigan corporation, filed Articles of Association in this office on James 26, 1904. The corporation has filed all semant reports, paid the fees in connection therewith determined to be due as of this date, is in good standing in this office and is duly anthorised to transact business in Michigan.

This cortificate is in two form and made by me as the proper officer and is entitled to have full faith and credit given it in every court and office within the United States.

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Assertable 1

STATE OF MICHIGAN

Public Service Commission



GRONGE & HPL, THOMAS M. BURNS, JAMES H. LEY,

Commissioner Constitutioner

NORMAN BERKOW.TZ, A. C. STODDARD,

Secretory Coursel

G. MENNEN WILLIAMS, Governor LANSING 13, MICHIGAN

October 2., 1960

Michigan Bell Telephone Company 1365 Cass Avenue Detroit 26, Michigan RECEIVED

NOV 2 - 1960

MICHIGAN CUMPURATION AND SECURITIES COMMISSION

Gentlemen:

The Commission has considered your letter dated October 13, 1960, in which it is stated that the Michigan Bell Telephone Company proposes to reduce the par value of its common stock from \$100 per share to \$14-2/7 per share and to exchange 7 shares of the common stock of the reduced par value of \$14-2/7 for each share of the common stock of \$100 par value presently issued and outstanding.

Under the facts as represented, it appears to the Commission that such proposal would not result in any change or increase in the authorized capital stock of Michigan Bell Telephonic lompany, nor in the proportionate equity of the respective stockholders of the company. The terms and conditions under which the capital stock of the company has been authorized and issued are of record in the orders of this Commission or its predecessors. It is understood that all fact required by law have been paid upon the authorized capital stock of the company.

After carefully reviewing the facts of the proposal, and upon the advice of counsel the Commission is of the opinion that the reduction in the par value of the company's common stock from \$100 per share to \$14-2/7 per share and the exchange of 7 shares if common stock of the reduced par value of \$14-2/7 per share for each share of \$100 par value presently outstanding is not an issuance of securities under Act 144, PA 1909 (MSA § 22.101), requiring the payment of a fee under § 11 of Act 419, PA 1919 (MSA § 22.11).

Therefore, the company, in connection with the reduction of the par value of its stock as proposed and

Michigan Beli Telephone Company

-2-

10-24-1960

the exchange of the new shares of the reduced par value for outstanding shares of the old per value, is not required to obtain the approval of this Comelssion under Act 144, PA 1909, nor to pay any fee under \$ 11 of Act 419. PA 1919.

Very truly yours,

George E. Chairman

WRS:mc

SEAL APPEARS ONLY ON ORIGINAL

Ambigan Bell Telephone

MICHIGAN CORPORATION & SECURITIES COMMISSION

MEMORANDUM

From: to general. Date: 1-21-64

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Detruit

Att: Mr. 7. B. alled

() ice - Pres.

filed: 1-21-61

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7-30-64 Michigan Beel Telephone Company a. J. Thorburn, sty. Michigan Beel Telephone 1365 Cree Centrary Lectroit, mick 48226 Iner to \$550,000,000 com (147)

Public Lervin beder filed

STATE OF MICHIGAN BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

* * * *

In the matter of the application of MICHIGAN BELL TELEPHONE COMPANY for authority to issue \$75,000,000 of Common stock for corporate purposes.

Case No. U-1685

At a session of the Michigan Public Service Commission held at its offices in the city of Lansing, Michigan, on the 23rd day of July, A. D. 1964.

PRESENT: Hon. Peter B. Spivak, Chairman Hon. John E. Tormey, Commissioner Hon. George Washington, Commissioner

SECURITIES

In this matter, Michigan Bell Telephone Company filed its application on June 25, 1964, for authority to issue and sell to its stockholders \$75,000,000 of its common stock at par, the proceeds of such sale to be used to retire Demand Notes and for other lawful corporate purposes.

Said application was regularly brought on for hearing before the Commission on July 10, 1964, at Detroit, Michigan.

From the application filed and based upon the testimony taken and exhibits introduced at said hearing it appears and the Commission FINDS that:

A. The applicant, Michigan Bell Telephone Company, is a Michigan corporation organized and existing under Act No. 219 of the Public Acts of 1883 of the State of Michigan with its principal office in Detroit, Michigan, and is engaged in rendering telephone service generally throughout the state of Michigan.

B. On May 31, 1964, the capital stock and long term debt of the applicant consisted of \$475,000,000 authorized amount of common stock, of which \$461,000,000 was actually issued and outstanding, and \$210,000,000 of funded debt. The funded debt is made up of \$75,000,000 principal amount 40 year 3 1/8% debentures, due October 15, 1988; \$30,000,000 principal amount 35 year 4 3/8% debentures, due December 1, 1991; \$40,000,000 principal amount 35 year 4 3/4% debentures, due November 1, 1992; \$30,000,000 principal amount 35 year 4 7/8% debentures, due August 1, 1994; and \$35,000,000 principal amount 36 year 4 5/8% debentures, due August 1, 1996. Demand notes of \$10,900,000 were also outstanding. The terms and conditions upon which the common stock has been issued are of record before this Commission or its predecessors in Docket Nos. T-215, T-252, D-1346, D-703, D-703-39.1, D-703 (1940), D-703 (1941), D-703 (1949), D-703-52.1 and D-703-55.1. The terms and conditions of issue of the

Page 2 U-1685